

STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION

2404930

FILED
in the Office of the Secretary of State
of the State of California

MAR 05 2002


BILL JONES, Secretary of State

XAN CORP., which will do business in California as Xancorp Network Solutions

(Name of Corporation)

_____, a corporation organized and existing under the
laws of NEVADA, makes the following statements and designation
(State or Place of Incorporation)

1. The address of its principal executive office is 3250 LAGUNA ST., SUITE 204, SAN FRANCISCO, CA 94123
2. The address of its principal office in the State of California is 3250 LAGUNA ST., SUITE 204, SAN FRANCISCO, CA, 94123

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

SCOTT SHACKLETON, a natural person residing in the State of
California, whose complete address is 3250 LAGUNA ST., SUITE 204, SAN FRANCISCO, CA 94123

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

_____, a corporation organized and existing
under the laws of _____, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.



(Signature of Corporate Officer)

SCOTT SHACKLETON, PRESIDENT

(Typed Name and Title of Officer Signing)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **XAN CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 22, 2001, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 9, 2002.

DEAN HELLER
Secretary of State

By

Certification Clerk